

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF OKLAHOMA**

DVORA WEINSTEIN and STEVEN S.) Case No.: CIV-12-465-W
WEINSTEIN, Individually and On Behalf)
of All Others Similarly Situated,)
Plaintiffs,) Chief Judge Vicki Miles-LaGrange
vs.)
AUBREY K. MCCLENDON, DOMENIC J.)
DELL'OSO, JR., MARCUS ROWLAND,)
MICHAEL A. JOHNSON, JEFFREY L.)
MOBLEY, HENRY HOOD and)
CHESAPEAKE ENERGY)
CORPORATION,)
Defendants.)

**DECLARATION OF CYNTHIA A. HANAWALT IN SUPPORT OF
PLAINTIFF'S RESPONSE AND INCORPORATED BRIEF IN OPPOSITION TO
DEFENDANTS' MOTION TO DISMISS**

I, Cynthia A. Hanawalt, hereby declare as follows:

1. I am an associate at the law firm of Labaton Sucharow LLP, Lead Counsel for Plaintiff. I respectfully submit this Declaration in Support of Plaintiff's Opposition to Defendants' Motions to Dismiss.

2. Attached hereto are the following:

<u>Exhibit</u>	<u>Description</u>
1	A true and correct copy of excerpts of Chesapeake's 2010 Form 10-K, filed with the SEC on March 1, 2011. (Def. Ex. 21 also contains excerpts from this Form 10-K.)

<u>Exhibit</u>	<u>Description</u>
2	A true and correct copy of excerpts of Chesapeake's Form DEF 14A, filed with the SEC on April 29, 2011. (Def. Ex. 19 also contains excerpts from this Form DEF 14A.)
3	Summary of Aubrey K. McClendon's Chesapeake stock holdings and transactions from April 30, 2009 through May 11, 2012, inclusive, and for the Court's convenience, the supporting true and correct copies of Chesapeake's Forms 4 for Aubrey K. McClendon filed with the SEC during the Class Period reflecting each transaction.
4	Summary of Domenic J. Dell'Osso, Jr.'s Chesapeake stock holdings and transactions from April 30, 2009 through May 11, 2012, inclusive, and for the Court's convenience, the supporting true and correct copies of Dell'Osso's Chesapeake Forms 4 filed with the SEC during the Class Period reflecting each transaction.
5	Summary of Michael A. Johnson's Chesapeake stock holdings and transactions from April 30, 2009 through May 11, 2012, inclusive, and for the Court's convenience, the supporting true and correct copies of Johnson's Chesapeake Forms 4 filed with the SEC during the Class Period reflecting each transaction.
6	Summary of Henry Hood's Chesapeake stock holdings and transactions from April 30, 2009 through May 11, 2012, inclusive, and for the Court's convenience, the supporting true and correct copies of Hood's Chesapeake Forms 4 filed with the SEC during the Class Period reflecting each transaction.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 23rd day of January, 2013 in New York, New York.

/s/ *Cynthia A. Hanawalt*

Cynthia A. Hanawalt

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